

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE

PLEASE TAKE NOTICE that, pursuant to 11 U.S.C. § 1109(b) and rules 2002 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the undersigned counsel enter their appearance as counsel for the Prophecy Settlement-related

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising , LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Liquidating Trust 2022-23 (the “Liquidating Trust”), and request that all notices and other papers filed or served in the above-captioned cases be served upon the following attorneys:.

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PLEASE TAKE FURTHER NOTICE that this request encompasses all notices, copies and pleadings referred to or contemplated in the Bankruptcy Code and Bankruptcy Rules, including, but not limited to, notices of any orders, motions, demands, complaints, plans, disclosure statements, petitions, pleadings, requests, applications and any other documents brought before the Court in this case, and any hearings, trials or proceedings related thereto, which affect or otherwise relate to the above-captioned cases or the Liquidating Trust.

PLEASE TAKE FURTHER NOTICE that the filing of this *Notice of Appearance and Request for Service* or any later appearance, pleading, claim, or suit, does not and shall not be deemed or construed to waive: (i) the right to have final orders in non-core matters entered only after *de novo* review by a district court judge; (ii) the right to trial by jury in any proceeding so triable in this case, controversy, or proceeding related to this case; (iii) the right to have the district court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, defenses, setoffs, or recoupments to which the Liquidating Trust is or may be entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments the Liquidating Trust expressly

reserves. Unless and until the Liquidating Trust expressly states otherwise, the Liquidating Trust does not consent to the entry of final orders or judgments by this Court if it is determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

Dated: November 26, 2024

Respectfully submitted,

COZEN O'CONNOR

/s/ Marla S. Benedek

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